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LISTING OF THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

- 1-3 (canceled)
- 4-7 (canceled)
- 8-38 (canceled)
- 39. (currently amended) A method for making a composite, the method comprising:

selecting a fibrous face layer comprising a plurality of fibers, wherein the face layer has a top surface and a bottom surface opposite the top surface, and wherein the face layer comprises a plurality of legs made from a portion of the fibrous face layer and the legs are extending away from the top surface of the fibrous face layer;

placing an adhesive layer having a top surface and a bottom surface opposite the top surface, wherein the top surface of the adhesive layer is in direct contact with the bottom surface of the fibrous face layer; and

embedding the legs of the fibrous face layer in the adhesive layer, wherein the adhesive layer penetrates a distance of about ¼ to about ¾ of the thickness of the fibrous face layer to anchor the face layer in the adhesive layer, and

presenting the substantially adhesive free top surface of the fibrous face layer as a top surface of the composite.

- 40. (withdrawn) The method of claim 39, further comprising needle punching the face layer to produce the plurality of legs, the plurality of legs comprising a plurality of free fiber ends at the bottom surface.
- 41. (withdrawn) The method of claim 39, further comprising spunlacing the face layer to produce the plurality of legs, the plurality of legs comprising a plurality of free fiber ends at the bottom surface.

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42. (original) The method of claim 39, wherein the step of embedding the adhesive layer comprises:

activating the adhesive layer; and applying pressure to the top surface of the face layer.

- 43. (withdrawn) The method of claim 39, wherein the step of embedding the adhesive layer comprises needle punching the plurality of legs into the adhesive layer.
- 44. (previously presented) The method of claim 39, further comprising placing a backing layer in direct contact with the bottom surface of the adhesive layer such that the adhesive layer is disposed between the backing layer and the face layer.
- 45. (withdrawn) The method of claim 44, wherein the step of embedding the adhesive layer comprises needle punching the plurality of legs completely through the adhesive layer and into the backing.
- 46. (original) The method of claim 39, wherein the step of selecting a face layer comprises selecting a stitching substrate comprising the plurality of fibers, stitch bonding the substrate using a shrinkable yarn, and shrinking the yarn to produce a gathered fabric structure to form the plurality of legs corresponding the undulating loops of the gathered fabric structure.
- 47. (original) The method of claim 46, wherein the adhesive layer is a shrinkable adhesive layer that is attached to the substrate before stitchbonding and shrinking.
- 48. (presently presented) The method of claim 39, wherein the step of selecting a face layer comprises selecting a fibrous substrate, placing a shrinkable substrate in contact with the fibrous substrate, bonding the fibrous substrate to the shrinkable substrate at a plurality of discrete locations and shrinking the shrinkable layer to form a gathered fabric structure to form the plurality of legs corresponding the undulating loops of the gathered fabric structure.
- 49. (canceled)

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- 50. (original) The method of claim 39, wherein the face layer comprises a knit face layer and the method further comprises cutting the bottom surface of the face layer to produce the plurality of legs.
- 51. (original) The method of claim 50, further comprising stabilizing the top surface of the face layer before cutting the bottom surface.
- 52. (original) The method of claim 39, wherein the face layer comprises a woven face layer and the method further comprises cutting the bottom surface of the face layer to produce the plurality of legs.
- 53. (original) The method of claim 52, further comprising stabilizing the top surface of the face layer before cutting the bottom surface.
- 54. (original) The method of claim 39, further comprising embossing the composite with a 3-dimensional face texture.
- 55. (presently presented) The method of claim 39 further comprising the step of using the composite as a wall or floor covering.